

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF EP ENERGY E&P COMPANY, L.P. FOR AN ORDER POOLING ALL INTERESTS, INCLUDING THE COMPULSORY POOLING OF THE INTERESTS OF MARY ELLEN SLEMAKER BENIEN AND ALAN AND KAY BLOOD LIMITED LIABILITY COMPANY, LLC, IN THE DRILLING UNIT ESTABLISHED FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER-WASATCH FORMATIONS COMPRISED OF ALL OF SECTION 12, TOWNSHIP 3 SOUTH, RANGE 5 WEST, U.S.M., DUCHESNE COUNTY, UTAH

NOTICE OF HEARING

Docket No. 2015-014
Cause No. 139-131

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, will conduct a hearing on WEDNESDAY, APRIL 22, 2015, at 10:00 AM, or as soon thereafter as possible, in the Moab City Council Chambers, 217 East Center Street, Moab, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq., and as provided for in Utah Code Ann. § 40-6-1 et seq., and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the Board to receive testimony and evidence regarding a Request for Agency Action that the Board enter an Order:

1. Pooling all interests, including the compulsory pooling of the interests of Mary Ellen Slemaker Benien and Alan and Kay Blood Limited Liability Company, LLC (collectively the "Non-Consenting FP Parties"), in the drilling unit for the production of oil, gas and associated hydrocarbons from the Lower Green River-Wasatch formations, defined as:

the interval from the top of the Lower-Green River formation (TGR3 marker) to the base of the Green River-Wasatch formations (top of the Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of

16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.

comprised of the entirety of Section 12, Township 3 South, Range 5 West, U.S.M. (the "Drilling Unit"), retroactively effective to February 21, 2014, the date of first production of the Young 1-12C5 Well (the "Subject Well"), the first of the two producing wells located upon the Drilling Unit, including the compulsory pooling of the interests of the Non-Consenting FP Parties;

2. Declare the Non-Consenting FP Parties as "non-consenting owners," as that term is defined in Utah Code Ann. §40-6-2(11), and as owners "deemed to have refused to bear their proportionate share of costs" in accordance with Utah Admin. Code Rule R649-2-9(1) as relating to the Subject Well;

3. Declare EPE, as Operator on behalf of itself, Bill Barrett Corporation, Crescent Point Energy U.S. Corp., Croff Oil Company, Inc., Kaiser-Francis Oil Company, International Petroleum, L.L.C. and QEP Energy Company, as a "consenting owner," as that term is defined in Utah Code Ann. §40-6-2(4), as relating to the Subject Well;

4. Provide for the recovery by EPE, as Operator, from the Non-Consenting FP Parties' respective shares of production of the costs set forth in Utah Code Ann. §40-6-6.5(4) as relating to the Subject Well, including a non-consent penalty of 300% pursuant to Utah Code Ann. §40-6-6.5(4)(d)(i)(D), and estimated plugging and abandonment costs of \$75,000 for the Subject Well;

5. Provide for the payment of the weighted average fee landowner's royalty 17.989804% proportionately reduced to each of the Non-Consenting FP Parties in the Drilling Unit during the cost recovery period as provided in Utah Code Ann. §§40-6-6.5(6) and (8);

6. Adopt the terms of the joint operating agreement ("JOA") attached as Exhibit "1" to the Request for Agency Action filed in this cause on March 10, 2015 to govern operations upon the Drilling Unit to the extent not inconsistent with the foregoing, as between EPE, as Operator, and the Non-Consenting FP Parties, as Non Operators, as provided in Utah Code Ann. §40-6-6.5(2)(c);

7. Generally include in such order all such other terms and conditions as required under Utah Code Ann. §40-6-6.5; and

8. Providing for such other and further relief as may be just and equitable under the circumstances.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than the 8th day of April, 2015. A party must file a timely written objection or other response in order to participate as a party at the Board hearing. Failure to participate can result in a default judgment.

Natural persons may appear and represent themselves before the Board. All other representation of parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned, and inspected online at the Utah Board of Oil, Gas and Mining's website at <http://ogm.utah.gov/amr/boardtemp/redesign/books.html>.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 30th day of March, 2015.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING
Ruland J. Gill, Jr., Chairman



/s/ Julie Ann Carter

Board Secretary
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84116
(801) 538-5277

CERTIFICATE OF PUBLISHED NOTICE

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2015-014 Cause No. 139-131 to be PUBLISHED in the following newspapers on the following days:

April 5, 2015:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

April 7, 2015:

Uintah Basin Standard, a newspaper of general circulation in Duchesne and Uintah Counties.

A handwritten signature in blue ink, reading "Julie Ann Carter", is written over a horizontal line.

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of March, 2015, I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2015-014, Cause No. 139-131, to be mailed by Email or via First Class Mail with postage prepaid, to the following:

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Corporation of the Presiding Bishop
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Attn: David Powers, Energy Group
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Paul, ID 83347

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Lomita, CA 90717-1814

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Kathleen Hamblin Sipe
P.O. Box 402
Richmond, UT 84333

Melvin D. Close, Jr. Trust R101
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Las Vegas, NV 89134

West Family Trust Dtd 4/27/88
1518 Homecoming Avenue
South Jordan, UT 84095

Hydrocarbon Minerals II LLC
P.O. Box 2157
Bridgeview, IL 60455

Covey Minerals Inc.
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Salt Lake City, UT 84109

Jean C. Campbell
2777 West 1975 North
Plain City, UT 84404

Linda M. Cook Family Trust
799 East 2000 South
Bountiful, UT 84010

The Taylor Family Trust
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Utah Division of Forestry, Fire and State
Lands - Sovereign Lands Unit
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Bear River City, UT 84301

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Salt Lake City, UT 84124

Club Oil & Gas, Ltd. LLC
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Englewood, CO 80112

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Merilee Markham Turner,
Apparent Heir of Harley B. Markham, Sr.
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West Yellowstone, MT 59758

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Anna Lee Markham,
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Mollee Markham,
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11690 E. Placita Del Rincon
Tucson, AZ 85749

Ute Tribe of Uintah and Ouray Indian
Reservation
Energy & Minerals Dept.
P.O. Box 70
Ft. Duchesne, UT 84026

UNLEASED/NON-CONSENTING PARTIES TO BE FORCE POOLED:

Mary Ellen Slemaker Benien
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Alan and Kay Blood Limited Liability
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2257 Country Club Drive
Salt Lake City, UT 84109

WORKING INTEREST OWNERS:

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Attn: David Watts
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Denver, CO 80202

Crescent Point Energy U.S. Corp.
Attn: Ryan Waller
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Denver, CO 80202

Croff Oil Company, Inc.
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The Woodlands, TX 77380-2641

Kaiser-Francis Oil Company
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Tulsa, OK 74136

QEP Energy Company
1050 17th Street, Suite 500
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International Petroleum, L.L.C.
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Salt Lake City, UT 84117

SUPERVISORY GOVERNMENTAL AGENCIES:

BIA Uintah and Ouray Agency
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United States Bureau of Land Management
Vernal Field Office
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Vernal, UT 84078

A handwritten signature in blue ink, reading "Julie Ann Carter", is written over a horizontal line.